



**Qwest**  
1801 California Street, 10<sup>th</sup> Floor  
Denver, Colorado 80202  
Phone 303 383-6614  
Facsimile 303 298-8197  
kristin.smith@qwest.com

**Kristin L. Smith**  
Senior Attorney

RECEIVED  
2005 JAN 19 AM 9:47  
T.R.A. DOCKET ROOM

VIA OVERNIGHT MAIL

January 17, 2004

Honorable Deborah Taylor Tate  
Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

RE: *Petition of Qwest Communications Corporation to Amend its Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Services, Docket No. 05-00019*

Dear Chairman Tate,

Enclosed please find the original and thirteen (13) copies of the Petition to Amend its Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Services ("Petition") for filing with the Tennessee Regulatory Authority by Qwest Communications Corporation ("Qwest"), along with the \$25 filing fee.

Please also return the file-stamped copy in the enclosed self-addressed, stamped envelope. Thank you in advance for your assistance in this matter. Please do not hesitate to contact me with any questions or concerns regarding this Petition.

Respectfully submitted,

Kristin L. Smith  
*Attorney for Qwest Communications Corporation*

Enclosures

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

In the Matter of

Petition of Qwest Communications Corporation  
to Amend its Certificate of Public Convenience  
and Necessity to Provide Facilities-Based  
Interexchange Services in Tennessee

Docket No. \_\_\_\_\_

**PETITION OF QWEST COMMUNICATIONS CORPORATION TO AMEND  
ITS CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY  
TO PROVIDE FACILITIES-BASED INTEREXCHANGE SERVICES**

KRISTIN L. SMITH  
Senior Attorney - Regulatory  
Qwest Communications Corporation  
1801 California Street, 10<sup>th</sup> Floor  
Denver, Colorado 80202  
Telephone: (303) 383-6614  
Facsimile: (303) 298-8197  
E-mail: [Kristin.Smith@qwest.com](mailto:Kristin.Smith@qwest.com)

January 17, 2004

**BEFORE THE  
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ITS CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY  
TO PROVIDE FACILITIES-BASED INTEREXCHANGE SERVICES**

Pursuant to TCA § 65-4-201, Qwest Communications Corporation (“Qwest” or “Petitioner”), by its attorneys, submits this Petition to the Tennessee Regulatory Authority (“Authority” or “TRA”) seeking to amend its Certificate of Public Convenience and Necessity to provide facilities-based interexchange services, and for all other related relief that may be required to fulfill the intents and purposes of this Petition. In accordance with TRA Rule 1220-4-8-.04, Petitioner sets forth, in support of its Petition, as follows that:

**I. IDENTIFICATION OF PETITIONER**

Qwest is a wholly-owned subsidiary of Qwest Communications International, Inc., which is a Delaware corporation with its principal offices and place of business located at 1801 California, Suite 5100, Denver, Colorado 80202. A copy of Qwest’s Articles of Incorporation is attached as Exhibit A. Qwest has authority to transact business in Tennessee under the foreign corporation Certificate of Authority, a certified copy of which is also attached as Exhibit B. Qwest will provide the services requested herein under its legal name, Qwest Communications Corporation.

## **II. DESIGNATED REGULATORY CONTACTS FOR PETITIONER**

Pleadings, notices, orders, and other correspondence and communications concerning this Petition and proceeding held thereon should be addressed to the undersigned counsel, as well as to:

Susan Mohr  
Acting Regional Director, Public Policy  
Qwest Services Corporation  
1801 California Street  
Suite 4700  
Denver, CO 80202  
Phone: (303) 896-5959  
Fax: (303) 896-2726  
E-mail: [susan.mohr@qwest.com](mailto:susan.mohr@qwest.com)

The customer service contact information for the Petitioner for ongoing local operations in Tennessee, including any issues for repair or maintenance, is:

Qwest Communications Corporation  
1801 California Street, Suite 540  
Denver, CO 80202  
Phone: 888.524.0011  
Website: [www.qwest.com](http://www.qwest.com)

## **III. EXISTING CERTIFICATIONS OF PETITIONER AND ITS AFFILIATES**

As early as September 20, 1995, Qwest has been certificated under Docket Nos. 95-03130, 95-03280 and 95-03296 to provide resale interexchange telecommunications services in Tennessee. Qwest also has authority to provide local exchange telecommunications service under Case Nos. 99-00922 and 96-00783. Qwest holds some authority to provide at least one form, if not all forms, of facilities-based and resale local exchange, and facilities-based and resale interexchange services in Alabama, Arkansas, Arizona, California, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri,

Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Affiliates of Qwest, namely Qwest Interprise America, Inc. and USLD Communications, Inc., have also been certificated to provide telecommunications services in Tennessee.

#### **IV. MANAGERIAL, FINANCIAL AND TECHNICAL ABILITY OF PETITIONER**

Qwest possesses the managerial and technical expertise to provide facilities-based interexchange telecommunications services in Tennessee. In addition to such findings by many other States, the Authority has found that Qwest and its affiliates possess such expertise in authorizing the provision of a various services in Tennessee, including Qwest's provision of resale interexchange service. Qwest and its affiliates are, in fact, global leaders in broadband Internet-based communications. By strategically aligning with other world-class leaders, Qwest is helping customers of every type and size benefit from the full potential of the Internet.

At Qwest Communications International Inc., a team of experienced communications executives have come together under the leadership of Ameritech veteran Dick Notebaert to build not just a new-generation network, but also a full array of Internet-based applications, services and management that will help customers use the new broadband technologies to maximum advantage. In addition, the management biographies current principal corporate officers of Qwest are provided in Exhibit C.

Qwest also has the financial resources to provide the facilities-based and resold local exchange services proposed herein. By way of support demonstrating such

resources, Qwest provides in Exhibit D the Annual Report and the Statement 10-K filed with the Securities and Exchange Commission on behalf of Qwest Communications International Inc., the parent company of Qwest. The financial statements certainly evidence the continued financial ability of Qwest to provide telecommunications services and to expand the offerings available to Tennessee consumers.

Because the managerial, technical and financial abilities of Qwest are well-documented in this Petition and demonstrated appropriately in Qwest's provision of local exchange and resale interexchange services in Tennessee, Qwest requests that the Commission waive the need for a hearing on the matter of Petition.

#### **V. SERVICES TO BE OFFERED BY PETITIONER**

Qwest combines the world's fastest, most powerful network with a line-up of hosting services, managed solutions, high-speed Internet access, private networks, wireless data and other technologies and applications that are redefining global communications around the power and potential of the Internet. To foster this type of global communications and continue to compete in the burgeoning telecommunications marketplace, Qwest must be in a position to offer expand the range of services it makes available to its customers. Accordingly, Qwest intends to offer facilities-based interexchange service throughout the State of Tennessee, in accordance with all applicable statutes, as well as regulation set forth by the Authority.

## CONCLUSION

Accordingly, Qwest respectfully requests that the Authority grant its Petition of Qwest Communications Corporation to Amend its Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Services, along with all other associated relief that may be required to fulfill the intents and purposes of this Petition.

QWEST COMMUNICATIONS CORPORATION

A handwritten signature in black ink, appearing to read "Kristin L. Smith", is written over a horizontal line.

KRISTIN L. SMITH  
Senior Attorney - Regulatory  
1801 California Street, 10<sup>th</sup> Floor  
Denver, Colorado 80202  
Telephone: (303) 383-6614  
Facsimile: (303) 298-8197  
E-mail: [Kristin.Smith@qwest.com](mailto:Kristin.Smith@qwest.com)

January 17, 2004

# **EXHIBIT A**

## **ARTICLES OF INCORPORATION**

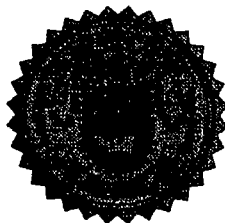


# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EVERGREEN LEASING CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF JUNE, A.D. 1966, AT 10 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0642301 8100

030380231

AUTHENTICATION: 2481322

DATE: 06-18-03

CERTIFICATE OF INCORPORATION

OF

EVERGREEN LEASING CORPORATION

First: The name of the corporation is

EVERGREEN LEASING CORPORATION

Second: Its principal office in the State of

Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its resident agent in the State of Delaware is The Corporation Trust Company; the address of said resident agent is No. 100 West Tenth Street, Wilmington, Delaware.

Third: The nature of the business and the objects

and purposes to be transacted, promoted and carried on are:

1. To own, construct, buy, sell, assign, lease (as either lessor or lessee), repair, equip, supply, maintain and deal in railroad freight cars and other equipment and machinery of every kind and description, as well as devices and appliances of every kind and description which may be used or useful in connection with any equipment or machinery.

2. To buy, sell, establish, maintain, operate or develop systems, services, or procedures for heating, cooling, storing, warehousing, or otherwise protecting, safeguarding or caring for equipment, machinery, devices or property of every kind and description including articles, supplies and commodities which are being transported, loaded, unloaded, or stored.

3. To engage in, promote, contribute to, or arrange for, the conduct of research or development work relating to or useful in connection with any business of this corporation.

4. In furtherance and not in limitation of any powers conferred by the laws of the State of Delaware and of the objects and purposes referred to in the preceding paragraphs of this Article Third:

(a) To purchase or otherwise acquire, own, hold, develop, operate, mortgage, sell and convey, or demise, lease, let and hire business and residential properties, agricultural, timber, mineral and other lands, mines, deposits, quarries, ditches, water and water rights, and other real property of every kind and description or estates or interests therein;

(b) To purchase, manufacture, or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, lease, let, hire, trade, deal in and deal with, goods, wares and merchandise and personal property of every kind and description;

(c) To purchase, lease, or otherwise acquire, own, hold, control, operate and use franchises, easements, grants, powers, permits, rights, licenses, privileges and immunities, and other property of every kind and description;

(d) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to

undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation, and to carry on any business or businesses so acquired and to do any and all things necessary or proper in connection therewith;

(e) To acquire by purchase, subscription or otherwise, or to underwrite, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;

(g) To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, conditional sale agreements, equipment trusts, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to purchase, hold, sell, pledge or otherwise dispose of such bonds or other obligations of the corporation;

(h) To lend to any person, firm or corporation any of its funds, either with or without security;

(i) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

(j) To guarantee the payment of dividends upon any capital stock or to endorse or otherwise guarantee the principal or interest, or both, of any bonds, debentures, notes, scrip, evidences of indebtedness or other obligations or securities of, or in the performance of any contract or obligations of, or in any other manner to aid, any other corporation or corporations, association or associations, domestic or foreign, or any firm or individual, in so far as the giving of such guaranty or aid may be permitted by law;

(k) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names, relating to or useful in connection with any business of this corporation;

(l) To have one or more offices and to conduct its business in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws thereof;

(m) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers now or hereafter conferred by the laws of the State of Delaware, and to do any or all of the things herein set forth to the same

extent as natural persons might or could do,  
subject, however, to the provisions of this  
Article- Third.

Fourth: The total number of shares of stock which  
the corporation shall have authority to issue is One Thousand  
(1,000); all of such shares shall be without par value.

Fifth: The minimum amount of capital with which  
the corporation shall commence business is One Thousand  
Dollars (\$1,000).

Sixth: The names and places of residence of each  
of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
B. J. Consono	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

Seventh: The corporation is to have perpetual  
existence.

Eighth: The private property of the stockholders  
shall not be subject to the payment of corporate debts to any  
extent whatever.

Ninth: In furtherance, and not in limitation, of  
the powers conferred by law, the Board of Directors is  
expressly authorized:

To make, alter and repeal the by-laws of the cor-  
poration.

To fix the consideration for which fully paid and  
non-assessable shares of the common stock without par value  
may be issued from time to time;

To authorize and cause to be executed mortgages  
and liens upon the real and personal property of the  
corporation;

To set apart out of any funds of the corporation available for dividends, a reserve or reserves for any proper purpose, or to abolish any such reserve in the manner in which it was created;

By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions, or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it (such committee or committees to have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors);

Tenth: Meetings of stockholders and directors may be held without the State of Delaware if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes of the State of Delaware) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Directors or in the by-laws of the corporation.

Eleventh: At all elections of directors of this corporation each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of shares of his stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.



Twelfth: Each director, officer or employee of the corporation, whether or not in office, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock or of which it is a creditor, or his personal representative, shall be indemnified by the corporation against claims, liabilities, expenses, and costs actually and necessarily incurred by him or his estate in connection with, or arising out of, any claim, action, or proceeding, civil, criminal or administrative, in which he may become involved, as a party or otherwise, by reason of his being, or having been, an officer, director or employee, or by reason of any action alleged to have been taken or omitted by him in any of such capacities, except in relation to matters as to which he shall be adjudged in any action or proceeding to be liable for actual negligence or misconduct in the performance of his duties as such director, officer or employee.

The right of indemnification herein provided shall also apply in respect of any amount paid in compromise or settlement of any such claim asserted against such director, officer or employee, whether or not in connection with, or arising out of, an action or proceeding and shall include expenses and costs actually and necessarily incurred in connection therewith.

Thirteenth: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being each of the incorporators  
hereinbefore named for the purpose of forming a corporation  
in pursuance of the General Corporation Law of the State of  
Delaware, do make this certificate, hereby declaring and  
certifying that the facts herein stated are true, and  
accordingly have hereunto set our hands and seals this 9th  
day of June , 1966.

B. J. Conson (SEAL)

[Signature] (SEAL)

[Signature] (SEAL)

STATE OF DELAWARE }  
COUNTY OF NEW CASTLE } ss.

BE IT REMEMBERED, that on this 9th day of June ,  
A.D. 1966, personally came before me, A. Dana Atwell  
a Notary Public for the State of Delaware, B. J. Consono,  
F. J. Obara, Jr. and A. D. Grier  
the parties to the foregoing Certificate of Incorporation,  
known to me personally to be such, and severally acknowledged  
the said certificate to be the act and deed of the signers  
respectively and that the facts therein states are truly set  
forth.

GIVEN under my hand and seal of office the day and  
year aforesaid.

*A. Dana Atwell*  
\_\_\_\_\_  
Notary Public



# **EXHIBIT B**

## **AUTHORITY TO DO BUSINESS IN STATE OF TENNESSEE**

**Secretary of State****Division of Business Services****312 Eighth Avenue North****6th Floor, William R. Snodgrass Tower****Nashville, Tennessee 37243****ISSUANCE DATE: 07/12/2004**  
**REQUEST NUMBER: 041942025****CHARTER/QUALIFICATION DATE: 08/22/1994**  
**STATUS: ACTIVE**  
**CORPORATE EXPIRATION DATE: PERPETUAL**  
**CONTROL NUMBER: 0282906**  
**JURISDICTION: DELAWARE****TO:**  
**CFS**  
**8161 HWY 100, 172**  
**NASHVILLE, TN 37221****REQUESTED BY:**  
**CFS**  
**8161 HWY 100, 172**  
**NASHVILLE, TN 37221**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"QWEST COMMUNICATIONS CORPORATION"

-----  
WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
2881-1758	08/22/1994	QUAL-PROFIT									
2908-0430	10/25/1994	ASSUMED-ADD									
3010-1836	05/15/1995	AMEND-QUAL-PROF	X								
3216-2246	09/16/1998	AN RPT									
3358-0276	06/27/1997	ASSUMED-ADD					X			X	X
3395-1236	10/04/1997	ASSUMED-ADD									
4418-2078	02/13/2002	MERGER									
4418-2085	02/13/2002	MERGER									
4446-2011	04/01/2002	AN RPT									
4862-0497	07/16/2003	ASSUMED-ADD									

-----  
FOR: REQUEST FOR COPIES

ON DATE: 07/12/04

**FEES****FROM:**  
**CFS**  
**8161 HIGHWAY 100**  
**#172**  
**NASHVILLE, TN 37221-0000****RECEIVED: \$20.00 \$0.00**  
**TOTAL PAYMENT RECEIVED: \$20.00****RECEIPT NUMBER: 00003551193**  
**ACCOUNT NUMBER: 00101230**

SS-445X

**RILEY C DARNELL**  
**SECRETARY OF STATE**

## APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Southern Pacific Telecommunications CompanyTo the Secretary 22 July 29 of the State of Tennessee

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned, incorporating hereby, applies for a certificate of authority to transact business in the State of Tennessee and for that purpose sets forth:

1 The name of the corporation is Southern Pacific Telecommunications Company

If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2 The state or country under whose law it is incorporated is Delaware3 The date of its incorporation is June 10, 1966 (must be month, day, and year) and the period of duration, if other than perpetual, is \_\_\_\_\_

4 The complete street address (including zip code) of its principal office is \_\_\_\_\_

555 17th Street, Denver, Colorado 80202

Street City State/Country Zip Code

5 The complete street address (including the county and the zip code) of its registered office in the state of \_\_\_\_\_  
c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox  
37902

Street City/State County Zip Code

The name of its registered agent at that office is \_\_\_\_\_

C T Corporation System

6 The names and complete business addresses (including zip code) of its current officers are (Attach separate sheet if necessary)

See attached list of officers

7 The names and complete business addresses (including zip code) of its current board of directors are (Attach separate sheet if necessary)

D. H. Mannan, 555 17th Street, Denver, Colorado 80202P. F. Anschutz, 555 17th Street, Denver, Colorado 80202D. L. Polson, 555 17th Street, Denver, Colorado 80202

8 The corporation is a corporation for profit

9 If the document is not to be effective upon filing by the Secretary of State, the date of effective date is \_\_\_\_\_

8/8 by \_\_\_\_\_ (date) \_\_\_\_\_ (time)

[NOTE: A delayed effective date shall not be later than the 30th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence or a document of similar import duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not be a date of more than 60 days prior to the date the application is filed in this state.]

August 18, 1994  
Signature Executive Vice President  
Capacity

Southern Pacific Telecommunications Company  
Name of Corporation  
B. Blanchard  
Signature

B. Blanchard  
Name (typed or printed)

SS-4431 (Rev. 11-83)

Filing Fee: \$100.00

JUL 13 2004 14:44

Appendix to Tennessee  
Application for Certificate of Authority

JUL 13 2004 14:44

Officers of  
**Southern Pacific Telecommunications Company**  
RILEY D. HANSON  
SECRETARY OF STATE

---

1. D. H. Hanson, President  
555 17th Street  
Denver, Colorado 80202
2. S.E. Portas, Executive VP/Secretary  
555 17th Street  
Denver, Colorado 80202
3. P.R. Gaddis, Executive VP  
555 17th Street  
Denver, Colorado 80202
4. B. Bianchino, Executive VP  
555 17th Street  
Denver, Colorado 80202
5. R.E. Pearce, Treasurer  
555 17th Street  
Denver, Colorado 80202
6. P. Cole, Comptroller  
555 17th Street  
Denver, Colorado 80202

2004 1760

State of Delaware

PAGE 1

## Office of the Secretary of State

94 JUL 22 14 29

RILEY C. DILL  
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "SOUTHERN PACIFIC TELECOMMUNICATIONS  
COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF  
DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE  
EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE  
FIFTEENTH DAY OF AUGUST, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE BEEN PAID TO DATE.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

0642301 8300

944151917

AUTHENTICATION:

7216581

DATE:

08-15-94



12/21/13 0430

**APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME**

94 OCT 25 AM 11:00

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Southern Pacific Telecommunications Company.
2. The state or country of Incorporation is Delaware.
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The corporation is for profit.
5. The assume corporate name the corporation proposes to use is SP Telecom..

(NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.)

September 20, 1994

Southern Pacific Telecommunications  
Company



B. Bianchino, Executive Vice President

(TENN. - 1748 - 3/1/89)

## APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

RECEIVED  
SECRETARY OF STATE

Southern Pacific Telecommunications Company

To the Secretary of State of the State of Tennessee

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth

1 The name of the corporation is Quest Communications Corporation

If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

2 The state or country under whose law it is incorporated is Delaware3 The date of its incorporation is June 12, 1986 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4 The complete street address (including zip code) of its principal office is \_\_\_\_\_

555 17th Street, Denver, Colorado 80202

Street	City	State/Country	Zip Code
555 17th Street	Denver	Colorado	80202

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is c/o C T Corporation System, 330 Gay Street, Knoxville, Tennessee, County of Knox 37902

Street	City/State	County	Zip Code
c/o C T Corporation System, 330 Gay Street	Knoxville, Tennessee	County of Knox	37902

The name of its registered agent at that office is C T Corporation System

6 The names and complete business addresses (including zip code) of its current officers are (Attach separate sheet if necessary)

See attached list of officers

7 The names and complete business addresses (including zip code) of its current board of directors are (Attach separate sheet if necessary)

R. E. Hanson, 555 17th Street, Denver, Colorado 80202R. T. Anagnost, 555 17th Street, Denver, Colorado 80202R. L. Polan, 555 17th Street, Denver, Colorado 80202

8 The corporation is a corporation for profit

9 If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

N/A, 19\_\_\_\_ (date), \_\_\_\_\_ (time)

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date more than one (1) month prior to the date the application is filed in Tennessee.]

May 9, 1995

Signature Line

Executive Vice President

Signer's Capacity

Quest Communications Corporation

Name of Corporation

Signature

R. A. Bishara

Name (typed or printed)

RECEIVED  
STATE OF TENNESSEE Appendix to Tennessee  
Application for Amended Certificate of Authority  
95 MAY 15 AM 10:54  
RILEY D. DONELL  
SECRETARY  
**Officers of**  
**West Communications Corporation**

---

1. D. H. Hanson, President  
555 17th Street  
Denver, Colorado 80202
2. S.E. Portas, Executive VP/Secretary  
555 17th Street  
Denver, Colorado 80202
3. P.R. Geddis, Exec. Vice President  
555 17th Street  
Denver, Colorado 80202
4. B. A. Bianchino, Exec. Vice President  
555 17th Street  
Denver, Colorado 80202
5. R.E. Pearce, Treasurer  
555 17th Street  
Denver, Colorado 80202
6. P. Cole, Comptroller  
555 17th Street  
Denver, Colorado 80202
7. A.K. Whitelaw III, Assistant Secretary  
555 17th Street  
Denver, Colorado 80202

RECEIVED  
STATE OF DELAWARE  
**Office of the Secretary of State**

95 MAY 15 AM 10:54

RILEY P. FREEL  
SECRETARY OF STATE  
J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "QWEST COMMUNICATIONS CORPORATION"  
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND  
IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR  
AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF  
MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE  
BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE BEEN PAID TO DATE.



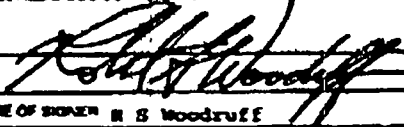
*Edward J. Freel*  
Edward J. Freel, Secretary of State

0642301 8300

AUTHENTICATION

DATE:

7502633

<b>[X] CORPORATION ANNUAL REPORT</b> <b>STATE OF TENNESSEE</b> <b>SECRETARY OF STATE</b> <b>SUITE 1000, JAMES K. POLK BUILDING</b> <b>NASHVILLE, TN 37243-0306</b> <b>AMOUNT DUE - \$20.00</b>			
CURRENT FISCAL YEAR CLOSING MONTH <b>08</b>		THIS REPORT IS DUE ON OR BEFORE <b>12/01/96</b>	
CORRECT MONTH IS <b>07</b>			
(1) SECRETARY OF STATE CONTROL NUMBER <b>0282906</b>		OR FEDERAL EMPLOYER IDENTIFICATION NUMBER <b>04-6141739</b>	
(2A) NAME AND MAILING ADDRESS OF CORPORATION <b>QWEST COMMUNICATIONS CORPORATION</b> <b>QWEST COMMUNICATION</b> <b>555 17TH STREET</b> <b>DENVER, CO 80202</b>		(2B) STATE OR COUNTRY OF INCORPORATION <b>DELAWARE</b>	
F <b>08/22/1994</b> FOR PROFIT		(2C) ADD OR CHANGE MAILING ADDRESS <b>Qwest Communications Corporation</b> <b>555 17th Street, Suite 1000</b> <b>Denver, CO 80202</b>	
(3) A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE <b>555 17TH STREET, DENVER, CO 80202</b>			
B. CHANGE OF PRINCIPAL ADDRESS:			
STREET CITY STATE ZIP CODE +4 <b>555 17th Street, Suite 1000 Denver CO 80202</b>			
• • BLOCKS 4A AND 4B MUST BE COMPLETED OR THE ANNUAL REPORT WILL BE RETURNED • •			
(4) A. NAME AND BUSINESS ADDRESS INCLUDING ZIP CODE OF THE PRESIDENT, SECRETARY AND OTHER PRINCIPAL OFFICERS (ATTACH ADDITIONAL SHEET IF NECESSARY)			
TITLE NAME BUSINESS ADDRESS CITY STATE ZIP CODE +4			
PRESIDENT <b>D H HARRON</b> <b>555 17th St., Ste 1000</b> <b>Denver, CO 80202</b>			
SECRETARY <b>R S Woodruff</b> <b>555 17th St., Ste 1000</b> <b>Denver, CO 80202</b>			
V P <b>A J Brodman</b> <b>555 17th St., Ste 1000</b> <b>Denver, CO 80202</b>			
Treas <b>R S Woodruff</b> <b>555 17th St., Ste 1000</b> <b>Denver, CO 80202</b>			
B. BOARD OF DIRECTORS (NAME, BUSINESS ADDRESS INCLUDING ZIP CODE) (ATTACH ADDITIONAL SHEET IF NECESSARY)			
<input type="checkbox"/> NAME AS ABOVE			
<input type="checkbox"/> NONE			
OR LIST BELOW NAME BUSINESS ADDRESS CITY STATE ZIP CODE +4			
P P Anschutz <b>555 17th St., Suite 2400</b> <b>Denver, CO 80202</b>			
D L Polson <b>555 17th St., Suite 2400</b> <b>Denver, CO 80202</b>			
D H Hanson <b>555 17th St., Suite 1000</b> <b>Denver, CO 80202</b>			
(5) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS <b>C T CORPORATION SYSTEM</b>			
B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS <b>530 WAY STREET, KNOXVILLE, TN 37902</b>			
(6) INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND OR REGISTERED OFFICE (BLOCK 5A AND/OR 5B) THERE IS AN ADDITIONAL \$20.00 REQUIRED FOR CHANGES MADE TO THIS INFORMATION			
A. CHANGE OF REGISTERED AGENT			
B. CHANGE OF REGISTERED OFFICE			
STREET CITY STATE ZIP CODE +4 COUNTY			
TN			
(7) A. THIS BOX APPLIES ONLY TO NONPROFIT CORPORATIONS OR JOINTS. REFLECT THAT YOUR NONPROFIT CORPORATION IS A PUBLIC BENEFIT OR A MUTUAL BENEFIT CORPORATION AS INDICATED BELOW			
IF BLANK OR CHANGE, PLEASE CHECK APPROPRIATE BOX			
<input type="checkbox"/> PUBLIC			
<input type="checkbox"/> MUTUAL			
B. IF A TENNESSEE RELIGIOUS CORPORATION, PLEASE CHECK BOX UNLESS OTHERWISE INDICATED			
<input type="checkbox"/> RELIGIOUS			
(8) SIGNATURE 		(9) DATE <b>7-10-96</b>	
(10) PRINTED NAME OF SIGNER <b>R S Woodruff</b>		(11) TITLE OF SIGNER <b>ESG/TECHS/CTO</b>	

**Qwest Communications Corporation, a Delaware corporation (QCC)**  
(formerly known as Evergreen Leasing Corporation from June 10, 1966 to March 20, 1989, and  
as Southern Pacific Telecommunications Company from March 20, 1989 to April 6, 1995)

**Directors:****P. F. Anschutz**

(elected December 27, 1995)

**D. H. Hanson**

(elected December 27, 1995)

**D. L. Polson**

(elected December 27, 1995)

**Officers:****D. H. Hanson**

(elected December 27, 1995)

**President and Chief Executive Officer****Executive Vice President & COO - Carrier & Commercial Services**

(elected \_\_\_\_\_)

**R. S. Woodruff**

(elected December 27, 1995)

**Executive Vice President - Finance & Chief Financial Officer &  
Treasurer****A. J. Brodme**

(elected December 27, 1995)

**Senior Vice President - Strategy & Planning**

(elected \_\_\_\_\_)

**D. I. O'Callaghan**

(elected December 27, 1995)

**Senior Vice President - Sales & Marketing****Senior Vice President - Construction****A. D. Wondry**

(elected December 27, 1995)

**Senior Vice President - New Business Development****J. J. DePetro**

(elected December 27, 1995)

**Vice President - Carrier Services****W. T. Drach**

(elected February 1, 1996)

**Vice President - Finance, SP Construction Services****T. Forster**

(elected December 27, 1995)

**Vice President - Network Planning & Administration****G. J. Keays**

(elected December 27, 1995)

**Vice President - Route Development & Business Planning****A. D. Vandervoort**

(elected December 27, 1995)

**Vice President - Operations****R. L. Smith**

(elected December 27, 1995)

**Vice President and Controller****Danny L. Bottoms**

(elected May 15, 1996)

**Vice President - Construction****R. S. Woodruff**

(elected July 5, 1996)

**Secretary****P. S. Henderson**

(elected January 29, 1996)

**Assistant Secretary**

2353 13276

## APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

RECEIVED  
JUL 13 2004  
SECRETARY OF STATE1. The true name of the corporation is QWEST Communications Corporation2. The state or country of incorporation is Delaware

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is

QNC

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

June 25, 1997  
Signature DateAssistant Secretary  
Signer's CapacityQWEST Communications Corporation  
Name of Corporation[Signature]  
SignatureLinnea M. Simons  
Name (typed or printed)

SS-4402 (Rs. 7/93)

BDA 1720

(TENN. - 1749 - 3/29/94)

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application.

1. The true name of the corporation is Qwest Communications Corporation

2. The state or country of incorporation is Delaware

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is

Qwest Network Construction Services

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

10-2-97

Signature Date

Qwest Communications Corporation

Name of Corporation

Asst. Secy.

Signer's Capacity

[Signature]

Signature

Linda M. Simons

Name (typed or printed)

SS-4402 (Rev. 7/93)

RDA 1720

(TENN. - 1748 - (3/29/94))



14 JUL 2004

45

DEC-17-2001 16:33 FROM CT CORPORATION SYSTEM

TO MIL FILING

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 04:30 PM 12/21/2001  
 010643038 - 0642301

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**PHOENIX NETWORK, INC.**

**INTO**

**QWEST COMMUNICATIONS CORPORATION**

\*\*\*\*\*

Qwest Communications Corporation, a corporation organized and existing under the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the tenth day of June, 1966, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of each class of the stock of Phoenix Network, Inc., a corporation incorporated on the seventeenth day of May, 1989, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That this corporation, by the attached resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, determined to merge into itself said Phoenix Network, Inc.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Qwest Communications Corporation at any time prior to the time that this Certificate of Ownership and Merger filed with the Secretary of State becomes effective, which filing is conditioned upon the prior approval of the Application for Approval of *Pro Forma* Corporate Restructuring by the relevant state public service commissions and boards.

**FIFTH:** This merger will be effective on December 31, 2001.

[Intentionally left blank.]

*Certificate of Ownership and Merger*

L:\MCMG\mg\QCC-LCH Merger closing doc\0642301-1 - Phoenix - QCC Cert. of Ownership and Merger.doc

4418 2001

DEC-17-2001 16:34 FROM CT CORPORATION SYSTEM TO UIL FILING

P.03/06

IN WITNESS WHEREOF, said Qwest Communications Corporation has caused this Certificate to be signed by Yash A. Rana, its Associate General Counsel and Assistant Secretary, this 15<sup>th</sup> day of February, 2001.

  
Yash A. Rana  
Associate General Counsel and Assistant  
Secretary

1 Certificate of Ownership and Mergers  
LAWSON/SEC-QCC-LCS Mergers filing Section 00000001 vs. - Plowden - QCC Cert. of Ownership and Mergers Act

**P. 84-86**

(See Attached)

PAGE. 16

7413 210:31

DEC 17-2001 16:34 FROM CT CORPORATION SYSTEM

TO MIL FILING

P.05/06

**UNANIMOUS CONSENT IN LIEU OF A MEETING**  
of the  
**BOARD OF DIRECTORS**  
of  
**QWEST COMMUNICATIONS CORPORATION**

The undersigned, being all of the members of the Board of Directors (the "Board") of Qwest Communications Corporation, a Delaware corporation (the "Company"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt the following resolutions by written consent in lieu of a meeting:

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company and its sole stockholder to merge with Phoenix Network, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (the "Subsidiary"), pursuant to which the Company will be the surviving corporation in the merger and the Subsidiary will be the merged corporation in the merger (such transaction, the "Merger"); and

WHEREAS, the consummation of the Merger is conditioned upon the approval of an Application for Approval of Pro Forma Corporate Restructuring (the "Application"), in the form substantially attached hereto as Exhibit A, by the relevant states' public service commissions and boards.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and hereby is, approved, and the President, any Vice President, the Treasurer and the Secretary and Assistant Secretary of the Company (each, an "Authorized Officer"), and any of them acting individually, be, and they hereby are, authorized, empowered and directed for and on behalf of the Company to execute and file a Certificate of Ownership and Merger of the Company in substantially the form attached hereto as Exhibit B (the "Certificate"), with such changes or corrections as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by the execution thereof.

FURTHER RESOLVED, that, upon the prior approval of the Application by the relevant state public service commissions and boards, the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed for and on behalf of the Company to execute, certify, deliver, file and record all such certificates, documents and instruments, including, but not limited to the Application, that in the judgment of the Authorized Officers or any of them may be necessary or advisable to effectuate the Merger, to carry out the terms of the Certificate and to carry out each of the foregoing resolutions and the intent and purposes thereof.

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed for, and on behalf of, the Company to take any and all such other actions that in the judgment of the Authorized Officers or any of them may be necessary or advisable to carry into effect the purposes and intent of the foregoing resolutions or the transactions contemplated therein or thereby, such approval to be conclusively evidenced by the taking of such actions.

CC:10000000

Unanimous Consent in Lieu of a Meeting

DSC-17-2001 16:35  
98'd 18101


FROM CT CORPORATION SYSTEM

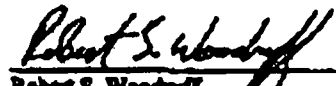
TO WIL FILING

P.06/06

FURTHER RESOLVED, that any and all actions taken by the Authorized Officers to carry out such intent and purposes prior to the adoption of the foregoing resolutions are hereby ratified and confirmed by, and adopted as the action of, the Board.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent this 28th day of February, 2001.

  
Drake S. Temper

  
Robert S. Woodruff

OCT-09-04

2

Unanimous Consent in Lieu of a Meeting

TOTAL P.06

# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

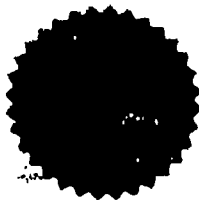
"PHOENIX NETWORK, INC.", A DELAWARE CORPORATION,

WITH AND INTO "QWEST COMMUNICATIONS CORPORATION" UNDER THE NAME OF "QWEST COMMUNICATIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

0642301 8100M

020083073



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1602746

DATE: 02-07-02

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 06:30 PM 12/17/2001  
 010651911 - 0643301

16:48

FROM CT CORPORATION SYSTEM

TO MIL FILING

P.02/06

45

# AGREEMENT OF MERGER

02 FEB 13 PM 12:31

AGREEMENT OF MERGER, dated this 23rd day of February, 2001, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between Qwest Communications Corporation, a Delaware corporation, and LCI International Telecom Corp., a Delaware corporation.

## WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Qwest Communications Corporation hereby merges into itself LCI International Telecom Corp. and said LCI International Telecom Corp., shall be, and hereby is, merged into Qwest Communications Corporation, which shall be the surviving corporation.

SECOND: The Restated Certificate of Incorporation of Qwest Communications Corporation as heretofore amended and as in effect on the date of the merger shall continue in force as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of capital stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of capital stock of the merged corporation, which shall be outstanding on the effective date of this Agreement and all rights in respect thereto shall forthwith be cancelled. In consideration thereof, Qwest Communications Corporation shall issue to LCI International, Inc., the sole stockholder of LCI International Telecom Corp., upon the effective date of this merger, a demand promissory note in an amount equal to the fair market value of the assets of LCI International Telecom Corp. at the time of the merger as determined by an independent appraiser agreed upon by the parties, or if the parties cannot agree, as determined by KPMG LLP.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The bylaws of the surviving corporation, as they shall exist on the effective date of this Agreement, shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

CC1-000021

Agreement of Merger

44113 121315

DEC-17-2001 16:41 FROM CT CORPORATION SYSTEM

TO WIL FILING

P.83/86

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 31, 2001.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized, in the name of the merged corporation or otherwise, to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for, or on conversion of, all or any of the shares of any class or series thereof such constituent corporation, (b) alter or change any term of the Restated Certificate of Incorporation of the surviving corporation to be effected by the merger, or (c) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

[Intentionally Left Blank]

ENCLOSURE

2

Agreement of Merger



418 1213:3.2

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Associate General Counsel and Assistant Secretary of each party hereto as the respective act, deed and agreement of said corporations on this 28th day of February, 2001.

Qwest Communications Corporation,  
a Delaware corporation

By: 

Name: Yash A. Rana

Its: Associate General Counsel and Assistant Secretary

LCI International Telephone Corp.,  
a Delaware corporation

By: 

Name: Yash A. Rana

Its: Associate General Counsel and Assistant Secretary

001-000001

3

Agreement of Merger

7-13-04 12:23

DEC-17-2001 16:42 FROM CT CORPORATION SYSTEM

TO MIL FILING

P.85/86

**Certificate of the Assistant Secretary  
of  
Qwest Communications Corporation**

I, **Yash A. Rana**, Assistant Secretary of Qwest Communications Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of LCI International Telecom Corp., a corporation organized and existing under the laws of the State of Delaware, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the written consent of the sole stockholder of Qwest Communications Corporation, which Agreement of Merger was thereby adopted as the act of the sole stockholder of said Qwest Communications Corporation and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 29th day of  
February, 2001.

  
\_\_\_\_\_  
**Yash A. Rana,**  
Assistant Secretary

CCT-49823.1

Certificate of the Assistant Secretary

DEC-17-2021 16:42 FROM CT CORPORATION SYSTEM

TO WIL FILING

P.06/06

**Certificate of the Assistant Secretary  
of  
LCI International Telecom Corp.**

I, Yash A. Rana, Assistant Secretary of LCI International Telecom Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Qwest Communications Corporation, a corporation organized and existing under the laws of the State of Delaware, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the written consent of the sole stockholder of LCI International Telecom Corp., which Agreement of Merger was thereby adopted as the act of the sole stockholder of said LCI International Telecom Corp. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 28th day of  
February, 2001.

  
Yash A. Rana,  
Assistant Secretary

CC: 4000001

Certificate of the Assistant Secretary

TOTAL P.06

THIS IS 200310  
*Delaware*

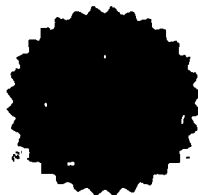
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"LCI INTERNATIONAL TELECOM CORP.", A DELAWARE CORPORATION, WITH AND INTO "QWEST COMMUNICATIONS CORPORATION" UNDER THE NAME OF "QWEST COMMUNICATIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2001, AT 6:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0642301 8100M

AUTHENTICATION: 1602760

020063080

DATE: 02-07-02



**TENNESSEE SECRETARY OF STATE  
DIVISION OF BUSINESS SERVICES  
CERTIFICATIONS UNIT  
312 Eighth Avenue North  
6<sup>th</sup> Floor, William R. Snodgrass Tower  
Nashville, TN 37243**

**NOTICE OF INABILITY TO PROCESS REQUEST**

Request Number: 041942025

Date: 7/12/04



Total Amount Needed: 1

We regret that we are unable to process your request for the following checked reasons:

- ☐ Requests for copies and Certificate(s) of Existence/Authorization are considered separate processing requests. An additional amount of \$\_\_\_\_\_ is required to complete your request. We have enclosed the portion of your request that we were able to process with the amount already paid.
- ☐ A request for copies of documents should be accompanied by payment of the \$20 processing fee PER NAME and PER SET OF COPIES requested.
- ☐ A request for Certificate(s) of Existence/Authorization should be accompanied by payment of the \$20 processing fee PER NAME and PER CERTIFICATE requested.
- ☐ We are unable to supply foreign document(s) you have requested. If you can provide us with a file-stamped copy we will certify it for you. We regret any inconvenience this process may cause.
- ☒ We are unable to supply the requested document(s) 4446, 2011 because of technical problems with the microfilm/optical image in our records. If you can provide us with a file-stamped copy we will certify it for you. We regret any inconvenience this process may cause.
- ☐ The attached document is an acknowledgment letter, NOT an invoice; the processing fee for the document you received with the letter was paid for at the time of issuance.
- ☐ To avoid an additional processing fee for reissuance of a certificate of existence/authorization, the tax clearance override letter must list an "effective date" that is the same date the original certificate was issued. THE ORIGINAL CERTIFICATE MUST ALSO BE ATTACHED.
- ☐

If you have any questions, please contact our office at the above address, or at 615-741-6488.

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<p><b>State of Tennessee</b></p> <p></p> <p><b>Department of State</b> Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Smith Press Tower Nashville, TN 37243</p>	<p>For Office Use Only</p> <p>FILED JUL 13 2004 CLERK OF STATE</p>
<p><b>APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME</b></p>	
<p>Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:</p> <p>1. The true name of the corporation is <u>Qwest Communications Corporation</u></p> <p>2. The state or country of incorporation is <u>Delaware</u></p> <p>3. The corporation intends to transact business in Tennessee under an assumed corporate name</p> <p>4. The assumed corporate name the corporation proposes to use is <u>Qwest Long Distance</u></p>	
<p>[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act]</p>	
<p><u>4/21/2003</u> Signature Date</p>	<p><u>Qwest Communications Corporation</u> Name of Corporation</p>
<p><u>Vice President</u> Signer's Capacity</p>	<p> Signature</p>
<p><u>Kelly S. Carter</u> Name (typed or printed)</p>	
<p>SS-4402 (Rev 4/01)      Filing Fee \$30      RDA1720</p>	

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# **EXHIBIT C**

## **PRINCIPAL CORPORATE OFFICERS**

## **PRINCIPAL CORPORATE OFFICERS OF QWEST COMMUNICATIONS CORPORATION**

**Thomas F. Gillett**  
**President**  
**Qwest Communications Corporation**

Tom Gillett has over 32 years of diverse telecommunications experience. His career includes work at a venture capital firm, several Board positions, founder of three new telecommunications firms, senior position at Cable Television Laboratories, several roles at GTE, and many assignments with the Bell System (Wisconsin Telephone and New York Telephone). He has testified before Congress and the FCC about the Future of America's Telecommunications Infrastructure and was once selected as Fiber Optics Man of the Year.

His early stage telecommunications efforts include being Entrepreneur-in-Residence at Alta Communications, a venture capital firm in Boston and San Francisco. His work there included finding, assessing, and assisting start-up and existing telecommunications companies. He is on the Board of Directors of amerivault, an Internet security and backup firm, and Sockeye Networks, an Internet routing company.

His last major founding role was as CEO and Chairman of Digital Broadband Communications (DBC). DBC was a DSL start-up in several cities in the Northeast that served enterprise and medium businesses via its own network through its direct sales and service force. It was Cisco's DSL Showcase company, but was unable to close its series D round of financing. Prior to DBC, Gillett held the positions of CTO and then SVP – Business Development at MetroNet, a Canadian CLEC that grew its network to have its own local and long distance network serving all of the major cities in Canada. MetroNet was successfully taken public and then merged with AT&T Canada. Gillett helped raise over \$2B of debt and equity for MetroNet. His first founding role was with Brooks Fiber Properties (BFP), a US CLEC that grew to serve 22 cities with its own local fiber and switching infrastructure. He was President of their first CLEC effort and then President of GLA, an international consulting firm owned by BFP. BFP went public and was then sold to WorldCom.

Prior to BFP he was at Cable Television Laboratories as VP – Business Development and Technology Transfer. Cable Labs is the R&D firm owned by a consortium of most of the cable TV providers. It was in this role that he testified before the US Senate, House and FCC about America's telecom infrastructure.

Before Cable Labs, Gillett was at GTE in their telops headquarters organization where he held several assignments in engineering, business development, marketing, and operations. His last assignment was as Director of their Cerritos experiment, which deployed and assessed new broadband services and infrastructures in the City of Cerritos, California.



His career began with the Bell System where he held roles in engineering, switching administration, budget, and customer support. Gillett holds undergraduate and graduate degrees in Management Engineering and Management from Rensselaer Polytechnic Institute.

**Clifford S. Holtz**  
**Executive Vice-President – Business Markets**  
**Qwest Communications Corporation**

Cliff Holtz oversees the sales, marketing and delivery of telecommunications services to all of Qwest's regional, national and global business customers.

Prior to joining Qwest in 2001, Cliff was senior vice president of Gateway, Inc.'s \$5 billion Consumer business. Before joining Gateway, Cliff was AT&T's president of metro markets, a \$4.5 billion business serving small to mid-sized business customers. He also held a variety of general management, operations, strategy, sales and marketing assignments, all with AT&T.

Cliff holds a master of business administration from the University of Chicago and a bachelor of science, magna cum laude, in business administration from the State University of New York in Albany.

**Pamela Stegora Axberg**  
**Senior Vice President – Network Operations**  
**Qwest Communications Corporation**

As senior vice president for Qwest's Network Operations, Pamela Stegora Axberg oversees the engineering and operations of Qwest's national voice, video, and data networks. Her employees deliver a broad range of high-quality telecommunications services to customers outside Qwest Corporation's 14-state, local-service region. Stegora Axberg also oversees network reliability operations for the company's national network. In her role, she leads more than 3,000 employees.

An 18-year veteran of the telecommunications industry, Stegora Axberg has spent her career together at U S WEST and Qwest holding numerous positions in network operations including data services, network planning, engineering, operations, and product development. Prior to assuming her current position in May 2002, Stegora Axberg was senior vice president over Qwest Corporation's Eastern Region operations delivering telecommunications services to customers in Iowa, Minnesota, Nebraska, North Dakota and South Dakota. During that same time, she also was in charge of Qwest Corporation's 14-state Network Reliability Operations Centers (NROCs). Before that, she led Central Office/Engineering Operations for Qwest Corporation's 14 local-service states.

During her career, Stegora Axberg has been recognized for her service achievements as a President's Club member in 1992 and 1997, and was awarded the President's Club Recognition Gold Medal in 1997. She co-chaired and served as the executive sponsor for the Technical Employee Career Board. She also chaired the Minnesota Pluralism

Council and the Minnesota Chapter of U S WEST Women. Stegora Axberg is currently the Steering Committee Chair for the Network Reliability and Interoperability Council (NRIC) VI.

Stegora Axberg earned a bachelor of science degree in mathematics from the College of St. Catherine and a master of business administration degree from the University of Minnesota. She, her husband and four children make their home in Minneapolis, Minnesota.

**Kelly S. Carter**

**Vice President – Corporate Tax and Assistant Secretary (**  
**Qwest Communications Corporation**

Kelly S. Carter has led Qwest's tax department since January 1996. In this capacity, Kelly has overall responsibility for the global tax affairs of Qwest Corporation and all its affiliates (including QCC) including U.S. federal taxation, international taxation, state and local taxation, property taxation, tax audits and controversy, and tax research and planning.

Prior to joining Qwest, Kelly was a senior manager with Coopers and Lybrand LLP where during his nine years he consulted with clients in the communications, retail, and manufacturing industries. Kelly also worked for IRECO Incorporated on accounting and systems applications. Kelly received a B.S. in Accounting from Utah State University and a Master of Taxation from the University of Denver. He is a Certified Public Accountant in Colorado (#11475), served on the Board of Directors, Tax Executive Institute Denver Chapter (1999 through 2002), and is a member in the Tax Executives Institute, Inc., the American Institute of Certified Public Accountants, and the Colorado Society of Certified Public Accountants.

# **EXHIBIT D**

## **ANNUAL REPORT AND 10-K STATEMENT OF QWEST COMMUNICATIONS INTERNATIONAL INC.**